



CORPORATION SERVICE COMPANY

Tuesday, November 29, 2005

RECORDATION NO. 25991 FILED

NOV 30 '05

1-00 PM



Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

SURFACE TRANSPORTATION BOARD

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 18, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **THE KANSAS CITY SOUTHERN RAILWAY COMPANY**
427 West 12th Street, Cathedral Square, Kansas City, MO 64105

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **THE KANSAS CITY SOUTHERN RAILWAY COMPANY**, covering (200) 4,750 C.F. covered hopper car with gravity gates and trough hatches with reporting marks and numbers — CEFX 15392 – KCS 312749 – NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

Terri Barry
Motor Vehicle Coordinator
Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 18th day of August, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation, with an address at 427 West 12th Street, Cathedral Square, Kansas City, MO 64105 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Full Service Lease Agreement (the "Lease") dated as of March 15, 2005, covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: Ronald G. Russ
Name: RONALD G. RUSS
Title: Executive Vice President and Chief Financial Officer

Approved:
TH 8-18-05

Schedule A

Number of Cars		Equipment Description						
200		4,750 C.F. covered hopper car with gravity gates and trough hatches						
1	CEFX	15392	55	KCS	312604	109	KCS	312658
2	CEFX	151834	56	KCS	312605	110	KCS	312659
3	CEFX	152169	57	KCS	312606	111	KCS	312660
4	CEFX	152661	58	KCS	312607	112	KCS	312661
5	KCS	312551	59	KCS	312608	113	KCS	312662
6	KCS	312552	60	KCS	312609	114	KCS	312663
7	KCS	312553	61	KCS	312610	115	KCS	312664
8	KCS	312554	62	KCS	312611	116	KCS	312665
9	KCS	312555	63	KCS	312612	117	KCS	312666
10	KCS	312556	64	KCS	312613	118	KCS	312667
11	KCS	312557	65	KCS	312614	119	KCS	312668
12	KCS	312558	66	KCS	312615	120	KCS	312669
13	KCS	312559	67	KCS	312616	121	KCS	312670
14	KCS	312560	68	KCS	312617	122	KCS	312671
15	KCS	312561	69	KCS	312618	123	KCS	312672
16	KCS	312562	70	KCS	312619	124	KCS	312673
17	KCS	312563	71	KCS	312620	125	KCS	312674
18	KCS	312564	72	KCS	312621	126	KCS	312675
19	KCS	312565	73	KCS	312622	127	KCS	312676
20	KCS	312567	74	KCS	312623	128	KCS	312677
21	KCS	312568	75	KCS	312624	129	KCS	312678
22	KCS	312569	76	KCS	312625	130	KCS	312679
23	KCS	312570	77	KCS	312626	131	KCS	312680
24	KCS	312571	78	KCS	312627	132	KCS	312681
25	KCS	312572	79	KCS	312628	133	KCS	312682
26	KCS	312573	80	KCS	312629	134	KCS	312683
27	KCS	312575	81	KCS	312630	135	KCS	312684
28	KCS	312577	82	KCS	312631	136	KCS	312685
29	KCS	312578	83	KCS	312632	137	KCS	312686
30	KCS	312579	84	KCS	312633	138	KCS	312687
31	KCS	312580	85	KCS	312634	139	KCS	312688
32	KCS	312581	86	KCS	312635	140	KCS	312689
33	KCS	312582	87	KCS	312636	141	KCS	312690
34	KCS	312583	88	KCS	312637	142	KCS	312691
35	KCS	312584	89	KCS	312638	143	KCS	312692
36	KCS	312585	90	KCS	312639	144	KCS	312693
37	KCS	312586	91	KCS	312640	145	KCS	312694
38	KCS	312587	92	KCS	312641	146	KCS	312695
39	KCS	312588	93	KCS	312642	147	KCS	312696
40	KCS	312589	94	KCS	312643	148	KCS	312697
41	KCS	312590	95	KCS	312644	149	KCS	312698
42	KCS	312591	96	KCS	312645	150	KCS	312699
43	KCS	312592	97	KCS	312646	151	KCS	312700
44	KCS	312593	98	KCS	312647	152	KCS	312701
45	KCS	312594	99	KCS	312648	153	KCS	312702
46	KCS	312595	100	KCS	312649	154	KCS	312703
47	KCS	312596	101	KCS	312650	155	KCS	312704
48	KCS	312597	102	KCS	312651	156	KCS	312705
49	KCS	312598	103	KCS	312652	157	KCS	312706
50	KCS	312599	104	KCS	312653	158	KCS	312707
51	KCS	312600	105	KCS	312654	159	KCS	312708
52	KCS	312601	106	KCS	312655	160	KCS	312709
53	KCS	312602	107	KCS	312656	161	KCS	312710
54	KCS	312603	108	KCS	312657	162	KCS	312711

Schedule A

200	4,750 C.F. covered hopper car with gravity gates and trough hatches	
163	KCS	312712
164	KCS	312713
165	KCS	312714
166	KCS	312715
167	KCS	312716
168	KCS	312717
169	KCS	312718
170	KCS	312719
171	KCS	312720
172	KCS	312721
173	KCS	312722
174	KCS	312723
175	KCS	312724
176	KCS	312725
177	KCS	312726
178	KCS	312727
179	KCS	312728
180	KCS	312729
181	KCS	312730
182	KCS	312731
183	KCS	312732
184	KCS	312733
185	KCS	312734
186	KCS	312735
187	KCS	312736
188	KCS	312737
189	KCS	312738
190	KCS	312739
191	KCS	312740
192	KCS	312741
193	KCS	312742
194	KCS	312743
195	KCS	312744
196	KCS	312745
197	KCS	312746
198	KCS	312747
199	KCS	312748
200	KCS	312749